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天津濱海泰達物流集團股份有限公司

Tianjin Binhai Teda Logistics (Group) Corporation Limited*

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock code: 8348)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that a extraordinary general meeting (the “EGM”) of Tianjin Binhai Teda Logistics (Group) Corporation Limited* (the “**Company**”) will be held on Tuesday, 12 November 2013 at 9:30 a.m. at the registered office of the Company at No. 39 Bohai Road, Tianjin Economic and Technological Development Zone, Tianjin, the People's Republic of China (the “**PRC**”) for the purpose of considering and, if thought fit, passing, with or without modifications, the resolutions set out below. Unless the context otherwise requires, the terms defined in the circular of the Company dated 26 September 2013 (the “**Circular**”) shall have the same meaning herein.

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) the Logistic Service Agreement as supplemented and amended by the Supplemental Agreement (as defined and described in the Circular (a copy of which Supplemental Agreement has been produced to the meeting and marked “A” and initialed by the chairman of the meeting for the purpose of identification) and all transactions contemplated thereunder and in connection therewith, be and are hereby approved, ratified and confirmed;
- (b) the proposed annual monetary caps for the period from 1 January 2014 to 31 December 2016 in relation to the transactions under the Logistic Service Agreement as supplemented and amended by the Supplemental Agreement as described in the Circular be and are hereby approved; and

* For identification purposes only

(c) the directors of the Company be and are hereby authorised for and on behalf of the Company to execute all such documents and agreements and do such acts or things as they consider to be necessary, desirable or expedient to implement or give effect to the Logistic Service Agreement as supplemented and amended by the Supplemental Agreement, and all other transactions contemplated thereunder and the proposed annual caps as described in the Circular.”

2. “**THAT** as proposed by the board of directors of the Company, a second interim dividend of RMB0.03 per share to all the shareholders of the Company whose names appear on the register of members of the Company on 22 November 2013 be and is hereby approved and declared.”

By order of the Board

天津濱海泰達物流集團股份有限公司

Tianjin Binhai Teda Logistics (Group) Corporation Limited*

Zhang Jian

Chairman

Tianjin, the PRC

26 September 2013

Notes:

- (1) A member of the Company (“Member”) entitled to attend and vote at the EGM is entitled to appoint a proxy or proxies to attend and vote in his stead. A proxy need not be a Member. A form of proxy for use at the EGM is enclosed herewith. In the case of joint holders of any Share, only the person whose name appears first in the register of members shall be entitled to receive this notice, to attend and exercise all the voting powers attached to such Share at the EGM, and this notice shall be deemed to be given to all joint holders of such Share.
- (2) To be valid, the form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited with the Company’s H share registrar, Computershare Hong Kong Investor Services Limited, at Rooms 1712–1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, and in case of holders of domestic shares, to the Company’s mailing address at No. 39 Bohai Road, Tianjin Economic and Technological Development Zone, Tianjin, the PRC, not later than 24 hours before the time appointed for holding the EGM or the time appointed for passing the resolutions or any adjournment thereof. Delivery of the form of proxy shall not preclude a Member from attending and voting in person at the EGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (3) The register of Members in Hong Kong will be closed from 11 October 2013 to 12 November 2013, both days inclusive, during which period no transfer of H shares of the Company will be effected. For the identification of Members who are qualified to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s H share registrar, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Thursday, 10 October 2013.

* *For identification purposes only*

- (4) The board of directors of the Company has recommended a second interim dividend of RMB0.03 per share and, if such dividend is declared by the shareholders passing the ordinary resolution, it is expected to be paid on or before 31 December 2013 to those shareholders whose names appear on the register of members of the Company on 22 November 2013. The register of members of H Shares will be closed from Tuesday, 19 November 2013 to Friday, 22 November 2013 (both days inclusive). In order to qualify for the second interim dividend of the Company, holders of H Shares who have not registered the transfer documents are required to deposit the transfer documents together with the relevant share certificates with the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong at or before 4:30 p.m. on Monday, 18 November 2013.
- (5) Whether or not holders of H shares of the Company intend to attend the EGM, they are requested to complete the enclosed reply slip for the EGM and return it, by hand or by post, to the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong on or before Tuesday, 22 October 2013.
- (6) Whether or not holders of domestic shares of the Company intend to attend to the EGM, they are requested to complete the enclosed reply slip for the EGM and return it, by hand or by post, to the Company's mailing address at No. 39 Bohai Road, Tianjin Economic and Technological Development Zone, Tianjin, the PRC on or before Tuesday, 22 October 2013.

As at the date of this announcement, the Board of Directors comprises of Mr. Zhang Jian as executive Director; Mr. Zhang Jun, Mr. Hu Jun, Mr. Tse Ping and Mr. Yang Xiaoping as non-executive Directors; and Mr. Zhang Limin, Mr. Liu Jingfu, Mr. Luo Yongtai and Mr. Japhet Sebastian Law as independent non-executive Directors.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market ("GEM") of the Stock Exchange of Hong Kong Limited for the purpose of giving the information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material aspects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or in this announcement misleading.

This announcement will remain on the GEM website at <http://www.hkgem.com> on the "Latest Company Announcements" page for at least 7 days from the date of its posting. This announcement will also be posted on the Company's website at www.tbtl.cn.